



International Council On Monuments And Sites

ICOMOS Aotearoa New Zealand National Branch Rules

Name and Address

1. A society is hereby established under the name of ICOMOS Aotearoa New Zealand Incorporated referred to as 'The Society'.
2. The official address of the Society shall be at such place as the Executive Board of the Society shall from time to time appoint.

Definitions

3.
 - a. The term "monument" shall include all structures (together with their pertinent fixtures and contents) which are of value from the historical, artistic, architectural, scientific, social, spiritual or ethnological point of view. This definition shall include works of monumental sculpture and painting, elements or structures of an archaeological nature, inscriptions, cave dwellings and all combinations of such features.
 - b. The term "group of buildings" shall include all groups of separate or connected buildings and their surroundings, whether urban or rural, which, because of their architecture, their homogeneity or their place in the landscape, are of value from the historical, artistic, scientific, social, spiritual or ethnological point of view.
 - c. The term "site" shall include all topographical areas and landscapes, the works of people or the combined works of nature and of people including historic parks and gardens, which are of value from the historical, artistic, scientific, social, spiritual or ethnological point of view.
 - d. The terms "monument", "site", and "group of buildings" shall not include:
 1. museum collections housed in monuments;
 2. archaeological collections preserved in museums or exhibited at archaeological or historic site museums;
 3. open air museums.
 - e. The term "ICOMOS Statutes" shall where used in these Rules mean the Statutes adopted by the Fifth General Assembly of ICOMOS on 22 May 1978, together with any statutes which the General Assembly of ICOMOS has from time to time adopted in addition to, or substitution for, those Statutes.
 - f. The term "ICOMOS" means the International Council on Monuments and Sites, constituted by the ICOMOS Statutes.

Aims and Activities

4. The aim of the Society shall be to further the conservation, protection, rehabilitation and enhancement of historical monuments, groups of buildings and sites, on the national and international levels.
5. At the national level, the Society shall establish and carry out its own programme of activities, in accordance with the aims and activities of ICOMOS. It shall implement

the decisions of the ICOMOS General Assembly and the programmes proposed by the Advisory and executive Committees of the Council.

6. Generally the Society shall serve as a forum for discussion and for the exchange of information, nationally and internationally, on matters of principle, and of technical, legal and administrative practice, affecting the conservation, restoration, rehabilitation and enhancement of monuments, sites and groups of buildings.

Membership

7. The Society shall comprise members of ICOMOS normally residing within New Zealand, including Individual (including Emerging Professional and Student), Institutional, Honorary, and Affiliate Members.
8. ICOMOS membership shall be open to any duly qualified individual or institution, in accordance with Article 5 (a) of the ICOMOS Statutes.
9. Any individual or institution wishing to become a member of ICOMOS shall complete an application form and forward it to the Secretary for approval. Upon notification from the Secretary of acceptance of his, her or its application, he, she or it shall pay membership dues, the annual amount of which shall be set in accordance with Article 12 below.

In exchange for payment of dues, each member shall receive an ICOMOS membership card, ICOMOS periodical publications and such other advantages as the Executive Committee of ICOMOS shall from time to time decide.

Each ICOMOS member shall be bound to comply with the ICOMOS Ethical Commitment Statement and the Code of Ethics and Standards of Practice from time to time adopted by the Society.

10. A member of ICOMOS shall cease to be a member:
 - a. If he, she or it gives written notice of an intention to resign to the Executive Board, or
 - b. on non-payment of a membership subscription within 6 months of the first notice of it being due, or
 - c. if he, she or it are formally struck from the register by resolution of the Executive Board for failure to comply with the Code of Ethics and Standards of Practice, or for any other valid reason.

Finances

11. The income of the Society shall derive from:
 - membership dues
 - gifts and bequests
 - grants and loans
 - other sources of income approved by the Executive Board of the Society.
12. The rate of membership dues for each category of members shall be set from time to time by the Executive Board of the Society, and shall be sufficient to provide for the amount of subscription payable to ICOMOS under clause 15 of these Rules, as well as for the other general requirements of the Society.

13. The Treasurer shall receive and administer the funds of the Society and keep appropriate accounts in respect of all monies received or expended by the Society. The Treasurer will also prepare an annual statement of accounts for presentation to the Society's Annual General Meeting.

The accounts of the Society shall be audited annually by an auditor, or subject to review by an independent accountant, to be appointed at the Annual General Meeting.

14. The Society shall only have the power to borrow money or otherwise pledge or charge the assets of the Society by resolution of the Executive Board.

14.1 Payments to members.

No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

15. The Society shall transfer to the ICOMOS Secretariat in Paris, no later than 1st of May each year, the total amount of subscriptions due by its members to ICOMOS under Article 6 (e) of the ICOMOS Statutes.

Administrative Structure

16. The administrative structure of the Society shall comprise:

- a. An Annual General Meeting
- b. An Executive Board
- c. A Chairperson
- d. A Vice-Chairperson
- e. A Secretary
- f. A Treasurer.

17. The Annual General Meeting of the Society shall consist of the members of the Society, Individual, Institutional, Emerging Professional, Honorary and Affiliates. It shall adopt its own rules of procedure. It shall elect the Chairperson of the Society and the members of the Society and the members of the Executive Board, approve the annual report and the accounts of the Society, set the rate of membership dues, assign the right to vote at ICOMOS General Assembly, within the numerical limits laid down in Article 6 (b) of the ICOMOS Statutes, propose candidates for Honorary Membership of ICOMOS, ratify decisions of the Executive Board and see to the execution of the Society's programme.

18. The quorum at the Annual General Meeting of the Society shall be 10% of the members present or represented by proxy. Should this quorum not be reached, the assembly shall be convened again, at the same place, 24 hours later; its decisions shall be valid whatever the number of members present.

The proxy at Annual General Meetings and at Board Meetings must be in written form and be in the hands of the Secretary before the commencement of the

meeting. No member shall hold more than five proxies.

19. The Annual General Meeting shall be convened not later than 31 October in each year. The Secretary shall notify all members of the Society of the time and place of the meeting by an appropriate means of communication sent no less than 4 weeks prior to the date of the meeting. All members shall be entitled to attend the Annual General Meeting and to vote and to stand for office thereat.
The Annual General Meeting shall not be convened in the same region in two consecutive years.

Institutional members shall designate a duly qualified individual to represent them at the Society's Annual General Meeting and vote thereat.

The Chairperson shall present to the meeting an annual report to members on the Society's activities, and the Treasurer shall present the annual audited accounts.

20. The Common Seal of the Society shall be kept by the Secretary, and shall be affixed only by resolution of the Board and in the presence of two members of the Board, one of whom shall be the Chairperson or the Secretary.
21. Between Annual General Meetings the Executive Board shall be empowered to act on the Society's behalf. It shall be responsible for the day to day operations of the Society, for the preparation and execution of the Society's programme of activities, for the collection and transfer to ICOMOS of membership dues, for the recruitment of members and otherwise for promoting and achieving the aims and objects of the Society. The board is empowered to make decisions between meetings by electronic or other communication, ensuring a response rate of 50% of the board membership to the issue. These decisions must be minuted at the following board meeting.
22. The Executive Board shall consist of not more than 18 members (excluding the chair) elected from among the individual and institutional members of the Society at its Annual General Meeting. A majority of the members of the Executive Board shall be individual members. Representatives of institutional members shall have been duly designated by relevant bodies. The Chairperson of the Society shall be an ex-officio member of the Executive Board, and Chairperson of the Board.

The Executive Board shall meet at least four times a year.

23.
 - a. Nominations for Chairperson and the 18 other members of the Executive Board shall be called for by the Secretary by circular posted or emailed to all members at least 4 weeks before the Annual General Meeting.
 - b. Nominations in writing for any of the above offices must be in the hands of the Secretary at least 2 weeks before the Annual General Meeting.
 - c. Each nomination must be signed by the proposer and seconder both of whom must be members of the Society. Persons nominated for office shall indicate their consent to serve.
 - d. Every candidate for election shall be invited to send in with his, her or their nomination paper the following information:
 1. Name
 2. Occupation
 3. Residential address

4. Posts held.

- e. In the event of an insufficient number of nominations being received for the position of Chairperson and/or Executive Board as herein before provided, those nominated shall be declared elected and floor nominations called for the remaining positions. The proposer and seconder of any such nomination must be a member or a delegate for an Institutional Member. If the number of persons nominated from the floor exceeds the number of vacant positions, an election shall be held.
- f. If an election is required, the following procedure shall be used:
 - g. The Secretary shall send to each member (by post or email), at least 2 weeks before the Annual General Meeting a voting paper containing the names of the candidates for election and this voting paper shall be returned to the Secretary by post or email before the Annual General Meeting.
 - h. The voting paper shall state clearly that if the member wishes to return it via email, the confidentiality of their vote cannot be assured.
 - i. Each voter shall strike from the voting paper the name of any candidate against whom he, she or it desires to vote and shall leave uncanceled the name of any candidate for whom he, she or it desires to vote.
 - j. Each voting paper shall be returned to the Secretary by the voter via post or email. If the voter chooses to return their voting paper via post, they must ensure it will be received by the Secretary no less than 3 days before the Annual General Meeting.
 - k. Posted voting papers shall be in a sealed envelope marked "Voting Paper" on the outside and the voter shall sign his/her/their name within the flap of the envelope but not on the voting paper.
 - l. On receipt of an emailed voting paper, the Secretary shall check with the Treasurer as to whether that person is a current financial member.
 - m. The Secretary shall retain all the voting papers in their envelopes unopened, and print out all emailed voting papers, and shall deliver the same to the Chairperson at the Annual General Meeting.
 - n. Members may choose to cast their vote at the Annual General Meeting.
 - o. The votes shall be opened, counted and scrutinised by two scrutineers nominated by the Annual General Meeting for the above purpose. The scrutineers shall have a list of financial members supplied by the Treasurer and shall check the financial status of voting papers.
 - p. The scrutineers shall report the result of the ballot to the Chairperson, and the result shall be announced by the Chairperson at the conclusion of the meeting.
 - q. The Chairperson and members of the Board shall hold office until their successors are elected at the next Annual General Meeting. Should the position of Chairperson, or a seat on the Executive Board fall vacant prior to the next Annual general Meeting, the Executive Board shall in the case of the Chairperson, and may in the case of a member of the Board, elect a successor from among the members of the Society for the balance of the term of office of the previous occupant.

24. The decisions of the Executive Board shall be taken by a majority vote of members present or represented by proxy. Members of the Executive Board may give their proxies to any other member of the Executive Board but these proxies shall not count in the calculation of a quorum. The quorum of the Executive Board shall be 5 members personally present, at least 2 of whom shall be office holders of the Society under Clause 25 of these rules and at least one of whom shall come from a region other than that in which the Board meetings is being held.

24A. A special General Meeting of the Society may be called at any time by a resolution of the Executive Board, or by requisition of 33% of the members. The Secretary shall notify all members of the Society of the time and place of the meeting, and the business to be transacted at the meeting, no less than 21 days prior to the date of the meeting. All members of the Society shall be entitled to attend a Special General meeting and vote thereat, either personally or by proxy.

The quorum at a Special general Meeting shall be 20% of the members. A special General Meeting may only deal with business which has been included in the Notice of Meeting sent out by the Secretary. Institutional members shall be entitled to designate a duly qualified individual to represent them at a Special general Meeting and vote thereat.

Office Holders

25. The Chairperson of the Society shall convene and preside over the Annual General Meeting and meetings of the Executive Board. In the absence of the Chairperson, the meeting shall be chaired by the Vice-Chairperson in whose absence the Board shall elect its own chair for the meeting. The Secretary shall draw up their agenda. The Chairperson shall be an ex-officio member of the ICOMOS Advisory Committee, under Article 12 of the ICOMOS Statutes. He or she shall represent the Society vis a vis third parties. He or she shall be responsible for liaison between the Society and the governing bodies of ICOMOS.

No Chairperson shall hold office for more than five consecutive years. Secretary, Treasurer, Vice-Chairperson

The Secretary, Treasurer and the Vice-Chairperson shall be elected annually from among its members at the first meeting of the Board following the Annual General Meeting, and shall hold office until their successors are elected.

ICOMOS General Assembly

26. All members shall have the right to attend the General Assembly of ICOMOS in accordance with Article 6 (b) of the ICOMOS Statutes. However, the number of members entitled to vote at the General Assembly shall be limited to 18 members elected in accordance with rule 17 of the ICOMOS Statutes: the names of those members entitled to vote shall be communicated to the ICOMOS Secretariat not less than one month before the General Assembly. Any voting member may give a proxy to another member of the Society. However no member shall have more than 5 votes in addition to his or her own. A majority of the voting members of the Society attending the ICOMOS General Assembly shall be individual members.

Working Groups And Committees

27. For the study of specific problems, specialised working-groups or committees may be appointed, on the proposal of the Executive Board, from among the members of the Society. Their operations shall be approved by the Executive Board, and they shall submit an annual report on their activities to the Annual General Meeting of the Society. Where appropriate, non-members of the Society with relevant qualifications may be invited to take part in the work of such committees.

Amendments

28. The Annual General Meeting of the Society alone shall be empowered to amend the present rules, by a majority of 75% of the votes cast. Any amendment shall be subject to ratification by the Executive Committee of ICOMOS.

No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit clause or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

Dissolution

29. The decision to dissolve the Society may be taken only by the Annual General Meeting of the Society, by a majority of votes cast, and shall be subject to ratification by the Executive Committee of ICOMOS.
30. If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other organisation or body having objects similar to the objects of the first organisation or to some other charitable organisation or purpose, within New Zealand.